

Lodgement Kit: Unlisted Capital Market Products under the Lodge and Launch Framework

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**LODGEMENT KIT: UNLISTED CAPITAL MARKET PRODUCTS UNDER
THE LODGE AND LAUNCH FRAMEWORK**

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INTRODUCTION

- 1.01 This Lodgement Kit provides relevant information and documents that must be lodged with the SC as required under the *Guidelines on Unlisted Capital Market Products under the Lodge and Launch framework (Guidelines on UCMP under the LOLA Framework)*.
- 1.02 This Lodgement Kit is in addition to and not in derogation of any other guidelines issued by the SC or any other requirements as provided for under securities laws.
- 1.03 The Lodgement Kit must be read together with the securities laws and the relevant guidelines, including the *Guidelines on UCMP under the LOLA Framework*.
- 1.04 Any lodgement of information or document must be done through an online system specifically for the Lodge and Launch framework.
- 1.05 The relevant Lodgement Party specified in the *Guidelines on UCMP under the LOLA Framework* is responsible for the lodgement of information and documents required under the *Guidelines on UCMP under the LOLA Framework*.
- 1.06 Any information or document lodged must be true, complete and accurate.
- 1.07 All fields required in the online system are mandatory, unless otherwise stated.
- 1.08 Copies of documents (whether in hard copy or soft copy) that have been lodged with the SC should be kept for reference, where necessary.
- 1.09 Lodgement must be accompanied by the relevant fees as prescribed by the SC.

PART 1
WHOLESALE FUNDS

SECTION 1: INFORMATION TO BE PROVIDED TO THE SC AT THE INITIAL LODGEMENT

LODGEMENT FORM

Local wholesale fund

1.01 In establishing a local wholesale fund, the fund management company must provide the following information in the lodgement form:

- (1) Fund name;
- (2) Reason for choosing the fund name;
- (3) To specify if the fund is a conventional fund or a Shariah-compliant fund:
 - (a) For a Shariah-compliant fund, to provide the name of the Shariah adviser, which could either be a corporation or an individual;
 - (b) For both types of Shariah adviser under subparagraph 1.01(3)(a) above, to provide conflict of interest situation, actual or potential, if any, between the Shariah adviser and the fund management company and the measures to manage such conflict of interest situation. To attach relevant documents (e.g. a chart showing the structure or relationship), if necessary.
- (4) Structure of the fund, which could either be:
 - (a) A trust structure – to provide the name of the trustee and attach an executed trust deed; or
 - (b) A custodial structure – to provide the name of the custodian and attach a signed custodial agreement;
 - (c) For both types of structure mentioned under subparagraphs 1.01(4)(a) and (b) above, to confirm if the trustee or custodian, as the case may be, is independent from the fund management company. If such trustee or custodian is not independent from the fund management company, to explain the relationship of the trustee or the custodian, as the case may

be, with the fund management company. To attach a chart showing the structure or relationship, if necessary.

- (5) Investment objective of the fund;
- (6) Description on how the investment objective can be achieved;
- (7) Fund type;
- (8) Fund category;
- (9) Asset allocation;
- (10) Distribution policy and the mode of distribution;
- (11) Base currency of the fund;
- (12) Additional features:
 - (a) To specify if the fund is a single class fund or a multi-class fund;
 - (b) For a single class fund, to specify if the fund has been offered to a country outside Malaysia. If yes, to specify such country and the launch date in such country;
 - (c) For a multi-class fund, to specify the class to be offered in Malaysia and outside Malaysia, if any, the country where each class is being offered, the currency denomination of such class, description of the class and its key differences from other classes. For classes that have been launched outside Malaysia, to specify the launch date of such classes.
- (13) Other features, if applicable:
 - (a) A feeder fund–

If the fund is structured as a feeder fund, the following information will be required in relation to the target fund:

 - (i) Name of the target fund and its regulatory authority;

- (ii) Name of the operator of the target fund and its regulatory authority;
 - (iii) Name of the investment manager of the target fund and its regulatory authority;
 - (iv) Investment objective of the target fund;
 - (v) Fund type;
 - (vi) Fund category;
 - (vii) Asset allocation;
 - (viii) Distribution policy;
 - (ix) Risks;
 - (x) Fees and charges (to specify the type, description and rate or amount);
- (b) If the fund is a sub-fund of an umbrella fund, to state the name of the umbrella fund;
 - (c) If the fund has limited duration or tenure, to state its duration or tenure (in months);
 - (d) If the fund is a capital guaranteed fund, to state the name of the guarantor;
 - (e) If the fund is an index-tracking fund, to specify the underlying index and provide a description of the index.
- (14) Risks associated with the fund (to specify the risks and provide a description of such risks, i.e. to explain how such risks may potentially erode the investors' capital and/or returns and if possible, to state the extent of such erosion);
 - (15) Management fees, trustee fees, sales charges and redemption charges (per annum), if any. If charged, to state whether such fees or charges, are charged based on a fixed or tiered structure–

- (a) if the fees or charges are based on a fixed structure, to state the basis of computation, maximum rate as well as the maximum amount to be charged;
 - (b) if the fees or charges are based on a tiered structure, to describe the tiering and state the maximum rate as well as maximum amount to be charged;
- (16) Performance fees (per annum), if any. If a performance fee is charged, to provide details including the fee structure and attach an illustration of the computation of such fees (optional);
 - (17) Other material fees or material charges (per annum), if any. If there is any other material fees or charges, to specify the type of fees or charges, provide a description of the fees or charges and attach an illustration of the computation of such fees or charges (optional);
 - (18) Valuation policy and valuation frequency for each asset type;
 - (19) Pricing policy, whether forward or historical pricing. If it is historical pricing, to provide details including how material market movements will be dealt with;
 - (20) Frequency of dealing in units for both subscription and redemption, whether daily, weekly, biweekly, or monthly;
 - (21) Delegation of fund management function, if any. If applicable, to state the name of the delegated fund manager. If the external fund manager is not licensed by the SC, to also state the country of incorporation, the regulatory authority and the country of the regulatory authority of the external fund manager;
 - (22) Launch date in Malaysia;

Where the fund is a multi-class fund, to provide the launch date or indicative launch date for each of the classes offered in Malaysia;

(23) Initial offer period in Malaysia;

If the initial offer period is more than 45 days, to provide rationale for such period chosen;

(24) Initial offer price in Malaysia;

Where the fund is a multi-class fund, to provide the initial offer price for each of the classes;

(25) Financial year end of the fund;

(26) Targeted investors in Malaysia, whether accredited investors, high net worth entities or high net worth individuals. For offerings to high net worth entities and/or high net worth individuals, to attach a copy of the product highlight sheet;

(27) To attach the offering document, if any; and

(28) Exemption or variation from the requirements of any relevant guidelines, if any. If applicable, to provide details of the exemption or variation obtained and the date of approval for such exemption or variation. Also, to attach the SC's approval letter on such exemption or variation obtained.

Foreign wholesale fund

1.03 The operator of a foreign wholesale fund, through its adviser, must provide the following information in the lodgement form:

(1) If a conflict of interest exists between the adviser and the operator, to provide full details on the nature of such conflict of interest and measures to manage such conflict of interest;

(2) Fund name;

(3) Reason for choosing the fund name;

(4) Name of representative;

- (5) Regulatory authority of the fund;
- (6) To specify if the fund is a conventional fund or a Shariah-compliant fund.
- (7) For a Shariah-compliant fund, to select one of the following disclosures that is applicable and relevant to the fund:
 - (a) *“The fund complies with all Shariah requirements imposed by the SC under the securities laws and the relevant guidelines”;* or
 - (b) *“While [name of the fund] has not been recognised as a Shariah-compliant fund under the Shariah requirement of Malaysia, this fund has been [approved/authorised/recognised/registered*] or offered as a Shariah-compliant fund in [name of the foreign jurisdiction]”.*

If subparagraph 1.03(7)(a) is selected, to provide the name of the Shariah adviser which could either be a corporation or an individual.

For both subparagraphs 1.03(7)(a) and (b) above, to provide conflict of interest situation, actual or potential, if any between the Shariah adviser and the operator as well as the measures to manage such conflict of interest situation. To attach relevant documents (e.g. a chart showing the structure or relationship), if necessary.

- (8) The structure of the fund which could either be:
 - (a) A trust structure – to provide the name of the trustee and to attach an executed trust deed.; or
 - (b) A custodial structure – to provide the name of the custodian and to attach a signed custodial agreement.; or
 - (c) A structure that is equivalent to a trust structure – to specify the structure, name of person by whatever name called equivalent to a trustee and to attach a constitutive document.; or

(d) A structure that is equivalent to a custodial structure - to specify the structure, name of person by whatever name called equivalent to a custodian and to attach a constitutive document.

In any of the above structures, to attach a director's certification that such constitutive document is-

- (i) identical to the version filed or lodged or registered, as the case may be, with the securities regulator that primarily regulates the fund; and
- (ii) a true and accurate translation of the original constitutive document if the constitutive document lodged is a translated version of the original constitutive document.

For any of the above structures, to confirm if the trustee or custodian or such person by whatever name called equivalent to a trustee or a custodian, as the case may be, is independent from the operator. If such person is not independent from the operator, to explain the relationship of the trustee or the custodian or the person by whatever name called equivalent to a trustee or custodian as the case may be, with the operator. Further, to attach a chart showing the structure or relationship, if necessary.

- (9) Investment objective of the fund;
- (10) Description on how the investment objective can be achieved;
- (11) Fund type;
- (12) Fund category;
- (13) Asset allocation
- (14) Distribution policy and the mode of distribution;
- (15) Base currency of the fund;
- (16) Additional features:
 - (a) To specify if the fund is a single class fund or a multi-class fund;

- (b) For a single class fund, to specify if the fund has been offered to a country outside Malaysia. If yes, to specify such country and the launch date in such country;
 - (c) For a multi-class fund, to specify the class to be offered in Malaysia and outside Malaysia, if any, country where each class is being offered, the currency denomination of such class, a description of the class and its key differences from other classes. For classes that have been launched outside Malaysia, to specify the launch date of such classes;
- (17) Other features, if applicable:
- (a) A feeder fund–

If the fund is structured as a feeder fund, the following information will be required in relation to the target fund:
 - (i) Name of the target fund and its regulatory;
 - (ii) Name of the operator of target fund and its regulatory authority;
 - (iii) Name of the investment manager of target fund and its regulatory authority;
 - (iv) Investment objective of the target fund;
 - (v) Fund type;
 - (vi) Fund category;
 - (vii) Asset allocation;
 - (viii) Distribution policy;
 - (ix) Risks; and
 - (x) Fees and charges (to specify the type, description and rate or amount)

- (b) If the fund is a sub-fund of an umbrella fund, to state the name of the umbrella fund;
 - (c) If the fund has limited duration or tenure, to state its duration or tenure (in months);
 - (d) If the fund is a capital guaranteed fund, to state the name of the guarantor; and
 - (e) If the fund is an index-tracking fund, to specify the underlying index and a description of the index.
- (18) Risks associated with the fund (to specify the risk and provide a description of such risks, i.e. to explain how such risks may potentially erode the investors' capital and/or returns and if possible, to state the extent of such erosion);
- (19) Management fees, trustee fees, sales charge and redemption charge (per annum), if any. If charged, to state whether such fees or charges, charged based on a fixed or tiered structure–
- (a) if the fees or charges are based on a fixed structure, to state the basis of computation, maximum rate as well as the maximum amount to be charged; and
 - (b) if the fees or charges are based on a tiered structure, to describe the tiering and state the maximum rate as well as maximum amount to be charged;
- (20) Performance fees (per annum), if any. If a performance fee is charged, to provide details including the fee structure and to attach an illustration of the computation of such fees (optional);
- (21) Other material fees or material charges (per annum), if any. If there is any other material fees or charges, to specify the type of fees or charges, provide a description of the fees or charges and to attach an illustration of the computation of such fees or charges (optional);

- (22) Valuation policy and valuation frequency for each asset type;
- (23) Pricing policy, whether forward or historical pricing. If it is historical pricing, to provide details including how material market movements will be dealt with;
- (24) Frequency of dealing in units for both subscription and redemption, whether daily, weekly, biweekly, or monthly;
- (25) Delegation of fund management function, if any. If applicable, to state the name of the delegated fund manager. If the external fund manager is not licensed by the SC, to also state the country of incorporation, the regulatory authority and the country of the regulatory authority of the external fund manager;

- (26) Launch date in Malaysia;

Where the fund is a multi-class fund, to provide the launch date or indicative launch date for each of the classes offered in Malaysia;
- (27) Initial offer period in Malaysia;

If the initial offer period is more than 45 days, to provide rationale for such period chosen;
- (28) Initial offer price in Malaysia;

Where the fund is a multi-class fund, to provide the initial offer price for each of the classes;
- (29) Financial year end of the fund;
- (30) Targeted investors in Malaysia, whether accredited investors, high net worth entities or high net worth individuals. For offerings to high net worth entities and/or high net worth individuals, to attach a copy of the product highlight sheet;
- (31) To attach the offering document, if any;

- (32) Exemption or variation from the requirements of any relevant guidelines, if any. If applicable, to provide details of the exemption or variation obtained and the date of approval for such exemption or variation. Also, to attach the SC's approval letter on such exemption or variation obtained.

Additional documents to be attached at the initial lodgement for foreign wholesale funds

1.04 In addition to the information required in the lodgement form, the operator must also attach the following documents:

- (1) A declaration by the operator that–
- (a) the foreign fund is being offered, marketed or distributed to investors in the jurisdiction of the securities regulator that primarily regulates the fund;
 - (b) the relevant licence held by the operator is not being subject to any suspension or revocation order by its securities regulator;
 - (c) the operator complies with the relevant regulatory requirements or is not being investigated for violation of any regulatory requirements; and
 - (d) the lodgement complies with the *Guidelines on UCMP under the LOLA Framework*. Where there are departures from any relevant guidelines, to confirm that exemption or variation has been sought from the SC.
- (2) An undertaking by the operator that–
- (a) it will submit to the non-exclusive jurisdiction of the courts of Malaysia;
 - (b) it will ensure that the constitutive document of the fund will not contain any provisions that exclude Malaysia's courts from entertaining an action or legal proceedings against the fund, the operator or the fund's trustee/fund supervisor/custodian in connection with the fund; and
 - (c) it will immediately cease the offering, marketing or distribution of the fund in Malaysia and will notify the SC accordingly in the event

- (i) the foreign fund ceases to be offered, marketed or distributed to investors in the jurisdiction of the securities regulator that primarily regulates the fund; or
 - (ii) the relevant license held by the operator has been suspended or revoked;
- (3) A copy of the authorisation letter issued by the securities regulator that primarily regulates the fund or a letter of certification from the operator certifying that units of the foreign fund are offered, marketed or distributed to sophisticated investors in the relevant foreign jurisdiction;
- (4) A copy of the operator's letter appointing its representative;
- (5) A copy of the operator's letters appointing the distributors for the fund in Malaysia;
- (6) A letter of undertaking by the representative appointed that it will perform the duties required of a representative under the *Guidelines for the Offering, Marketing and Distribution of Foreign Funds*; and
- (7) Where documents lodged with the SC are in a language other than Bahasa Malaysia or English, a confirmation by the operator or advisor that the translated document lodged with the SC is an accurate translation of the original documents.

SECTION 2: INFORMATION TO BE REPORTED TO THE SC PERIODICALLY

Monthly reporting

2.01 The monthly reporting to the SC consists of statistical returns and the investment returns (collectively referred to as "Returns"). The Returns must contain information required in the system as may be specified by the SC.

2.02 As guidance, the following are examples of information that is required to be reported under the system.

Local wholesale fund

2.03 Subscription and redemption

(1) Offerings in Malaysia:

(a) Reporting is required for each class offered in Malaysia;

(b) For each class, reporting is required for each of the distribution channels, as follows:

(i) Fund management company with further breakdown, as follows:

(A) Direct; and

(B) Unit trust consultant;

(ii) Institutional Unit Trust Adviser (IUTA) with further breakdown, as follows:

(A) Bank;

(B) Unit trust management company;

(C) Stockbroking company; and

(D) Others, to specify;

(iii) Corporate Unit Trust Adviser (CUTA);

(iv) Others – to specify.

(c) For each of the above distribution channels, reporting is required for each of the investor category, as follows:

(i) Individual; and

(ii) Institution.

Where possible, to provide further breakdown, as follows:

(A) High Net Worth Entity; and

(B) Accredited Investors.

(d) For each class, to provide the percentage of subscription and redemption which are conducted via online and non-online.

(2) Offerings in countries other than Malaysia:

(a) Reporting is required for each class of every country where the fund is being offered to;

(b) For each class, reporting is required for each of the investor category, as follows:

(i) Individual; and

(ii) Institution.

2.04 Account Holding (value and units in circulation) and Number of Account

(1) Offerings in Malaysia:

(a) Reporting is required for each class offered in Malaysia;

(b) For each class, reporting is required for each of the distribution channels, as follows:

(i) Fund management company with further breakdown, as follows:

- (A) Related institution;
- (B) Non-related institution; and
- (C) Manager's box;
- (ii) IUTA with further breakdown, as follows:
 - (A) Bank;
 - (B) Unit trust management company;
 - (C) Stockbroking company; and
 - (D) Others, to specify;
- (iii) CUTA;
- (iv) Others – to specify.

(c) For each of the above distribution channels, reporting is required for each of the investor category, as follows:

- (i) Individual; and
- (ii) Institution.

Where possible, to provide further breakdown, as follows:

- (A) High Net Worth Entity; and
- (B) Accredited Investors.

(2) For offerings in countries other than Malaysia:

- (a) Reporting is required for each class of every country where the fund is being offered to.

- (b) For each class, reporting is required for each of the investor category, as follows:
 - (i) Individual; and
 - (ii) Institution.

2.05 Profile of Unit Holders (to be filled in annually at calendar year end):

- (1) To provide the account holding (value and number of units) as well as the number of account for the following category of unit holders:
 - (a) Malaysian Individual: Bumiputera;
 - (b) Malaysian Individual: Non-bumiputera (Chinese);
 - (c) Malaysian Individual: Non-bumiputera (Indian);
 - (d) Malaysian Individual: Non-bumiputera (Others);
 - (e) Malaysian Institution: Bumiputera;
 - (i) Related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
 - (ii) Non-related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
 - (f) Malaysian Institution: Non-bumiputera (Chinese)
 - (i) Related institution, where possible, to provide further breakdown, as follows:

- (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
- (ii) Non-related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
- (g) Malaysian Institution: Non-bumiputera (Indian)
 - (i) Related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
 - (ii) Non-related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
- (h) Malaysian Institution: Non-bumiputera (Others)
 - (i) Related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)
 - (B) Accredited Investors (Optional)
 - (ii) Non-related institution, where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity (Optional)

(B) Accredited Investors (Optional)

- (i) Foreign individual;
- (j) Foreign Institution; and
- (k) Foreign-related Institution;

2.06 Investment Portfolio

(1) Investment Value:

- (a) Reporting is required for each of the asset class with further breakdown as follows:
 - (i) Investment type;
 - (ii) Exchange-traded or non-exchange traded;
 - (iii) Country;
 - (iv) Currency denomination of the asset; and
 - (v) Investment value (in RM)
- (b) Reporting on top five issuers/counterparties in investment value will be required for certain asset class reported above. Further information on such issuers/counterparties will be required as follows:
 - (i) Issuer's ratings, if any and where applicable;
 - (ii) Investment type;
 - (iii) Instrument's ratings, if any and where applicable;
 - (iv) Exchange-traded or non-exchange traded;
 - (v) Country;
 - (vi) Investment value (in RM); and
 - (vii) Percentage of investment value over NAV of the fund.

(c) Reporting on concentration of investment with more than 10% of securities/instruments in issue of a single issuer/institution for certain asset class reported above. Further information on such securities/instruments will be required as follows:

- (i) Name of issuer/institution;
- (ii) Investment type;
- (iii) Country;
- (iv) Securities/Instruments in issue (in units);
- (v) Securities/instruments held by the fund (in units); and
- (vi) Percentage of holding of securities/instruments over securities/instruments in issue.

(2) Value of other assets:

(a) Reporting is required for assets, other than investment, with further breakdown as follows:

- (i) Type of asset;
- (ii) Country;
- (iii) Currency denomination of the asset; and
- (iv) Value of assets (in RM).

(3) Liabilities:

(a) Reporting is required for liabilities with further breakdown as follows:

- (i) Type of liabilities;
- (ii) Country;
- (iii) Currency denomination of liabilities; and

- (iv) Value of liabilities (in RM).

Foreign wholesale fund

2.07 Subscription and redemption (for offerings in Malaysia only):

- (a) Reporting is required for each class offered in Malaysia.
- (b) For each class, reporting is required for each of the distribution channels, as follows:
 - (i) IUTA with further breakdown, as follows:
 - (A) Bank;
 - (B) Unit trust management company;
 - (C) Stockbroking company; and
 - (D) Others, to specify;
 - (ii) CUTA;
 - (iii) Others, to specify.
- (c) For each of the above distribution channels, reporting is required for each of the investor category, as follows:
 - (i) Individual; and
 - (ii) Institution. Where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity; and
 - (B) Accredited Investors.

- (d) For each class, to provide the percentage of subscription and redemption which are conducted via online and non-online.

2.08 Account Holding (Value and units in circulation) and Number of Account:

(1) Offering in Malaysia:

- (a) Reporting is required for each class offered in Malaysia.
- (b) For each class, reporting is required for each of the distribution channels, as follows:
 - (i) Operator's box;
 - (ii) IUTA with further breakdown,
 - (A) Bank;
 - (B) Unit trust management company;
 - (C) Stockbroking company; and
 - (D) Others, to specify;
 - (iii) CUTA;
 - (iv) Others, to specify.
- (c) For each of the above distribution channels, reporting is required for each of the investor category, as follows:
 - (i) Individual; and
 - (ii) Institution. Where possible, to provide further breakdown, as follows:
 - (A) High Net Worth Entity; and
 - (B) Accredited Investors.

- (2) For offering in country other than Malaysia:
 - (a) Reporting is required for each class of every country where the fund is being offered to.
 - (b) For each class, reporting is required for each of the investor category, as follows:
 - (i) Individual; and
 - (ii) Institution.

2.09 Profile of Unit Holders (to be filled in annually at calendar year end)

- (1) To provide the account holding (value and number of units) as well as the number of account for the following category of unit holders:
 - (a) Malaysian Individual: Bumiputera;
 - (b) Malaysian Individual: Non-bumiputera (Chinese);
 - (c) Malaysian Individual: Non-bumiputera (Indian);
 - (d) Malaysian Individual: Non-bumiputera (Others);
 - (e) Malaysian Institution: Bumiputera;
 - (f) Malaysian Institution: Non-bumiputera (Chinese);
 - (g) Malaysian Institution: Non-bumiputera (Indian);
 - (h) Malaysian Institution: Non-bumiputera (Others);
 - (i) Foreign individual;
 - (j) Foreign Institution; and
 - (k) Foreign-related Parties.

2.10 Investment Portfolio

- (1) Investment Value:
- (a) Reporting is required for each of the asset class with further breakdown as follows:
- (i) Investment type;
 - (ii) Exchange-traded or non-exchange traded;
 - (iii) Country;
 - (iv) Currency denomination of the asset; and
 - (v) Investment value (in RM)
- (b) Reporting on top five issuers/counterparties in investment value will be required for certain asset class reported above. Further information on such issuers/counterparties will be required as follows:
- (i) Issuer's ratings, if any and where applicable;
 - (ii) Investment type;
 - (iii) Instrument's ratings, if any and where applicable;
 - (iv) Exchange-traded or non-exchange traded;
 - (v) Country;
 - (vi) Investment value (in RM); and
 - (vii) Percentage of investment value over NAV of the fund.
- (c) Reporting on concentration of investment with more than 10% of securities/instruments in issue of a single issuer/institution for certain asset class reported above. Further information on such securities/instruments will be required as follows:
- (i) Name of issuer/institution;
 - (ii) Investment type;

- (iii) Country;
- (iv) Securities/Instruments in issue (in units);
- (v) Securities/instruments held by the fund (in units); and
- (vi) Percentage of holding of securities/instruments over securities/instruments in issue.

(2) Value of other assets:

Reporting is required for assets, other than investment, with further breakdown as follows:

- (a) Type of asset;
- (b) Country;
- (c) Currency denomination of the asset; and
- (d) Value of assets (in RM).

(3) Liabilities:

Reporting is required for liabilities with further breakdown as follows:

- (a) Type of liabilities;
- (b) Country;
- (c) Currency denomination of liabilities; and
- (d) Value of liabilities (in RM).

Annual report

2.11 The annual report that contains at least the following information must be submitted to the SC within two months from the end of the period the report covers:

- (1) Fund information;
- (2) Report on fund performance;

- (3) Financial statements for the accounting period (audited by an external auditor);
- (4) Auditor's report; and
- (5) Shariah adviser's report (applicable for Shariah-compliant wholesale fund only).

SECTION 3: INFORMATION TO BE PROVIDED TO THE SC WHEN A REVISION TO LODGEMENT IS REQUIRED

- 3.01 When a revision is made to any item in the lodgement, the reason for such change must be provided.
- 3.02 At the end of each revision, the effective date of change should be specified.

SECTION 4: OTHER INFORMATION TO BE PROVIDED TO THE SC

Winding up of a wholesale fund (local and foreign wholesale funds)

4.01 In the event of winding up of a wholesale fund, the fund management company or the representative must notify the SC at the earliest practicable date of the commencement and completion of the winding up of the wholesale fund. Information which will be required at the commencement and the completion of winding up are among others, as follows:

- (1) Upon the commencement of winding up:
 - (a) Commencement date of the winding up;
 - (b) Reason for winding up;
 - (c) Number of investors as at the commencement date;
 - (d) Date of cessation of dealing in units of the fund; and
 - (e) Whether or not the final review and audit of the account by the auditor of the fund has started.

- (2) Upon completion of winding up:
 - (a) Completion date for disposal of fund's assets;
 - (b) Completion date for disbursement of net cash proceeds to investors;
 - (c) Final audited net asset value; and
 - (d) Last reporting to unit holders.

Other information (applicable for foreign wholesale funds only)

4.02 The representative must provide to the SC the following information and document:

- (1) A copy of information on the foreign wholesale fund including any periodic report, notices and public announcements issued in relation to the foreign wholesale fund;

- (2) Details of all contracts between the representative and its operator. The SC must be notified of subsequent material amendments to these contracts;
- (3) Material changes to or development in the foreign wholesale fund or parties responsible for the foreign wholesale fund (except changes to information in the lodgement form);
- (4) Material action taken against parties responsible for the foreign wholesale fund by the securities regulator of the jurisdiction where the fund is offered, marketed or distributed;
- (5) Suspension in dealing of units of the wholesale fund in the jurisdiction where it is primarily regulated or in Malaysia; and
- (6) Information as to when the wholesale fund is no longer authorised to be offered in the foreign jurisdiction where it is primarily regulated.

PART 2
STRUCTURED PRODUCTS

SECTION 1: LODGEMENT FORM – STRUCTURED PRODUCT PROGRAMME

INFORMATION AND DOCUMENTS TO BE LODGED TO THE SC AT THE POINT OF LODGEMENT OF A STRUCTURED PRODUCT PROGRAMME

1.01 Details of the Eligible Issuer:

- (a) Eligible Issuer's name;
- (b) Eligible Issuer's business address;
- (c) Names, telephone and fax numbers of officers-in-charge; and
- (d) Prevailing credit rating of the Eligible Issuer, where applicable.

1.02 For an Eligible Issuer which is an special vehicle purpose company (SPV), to provide the following additional information:

- (a) Company registration number;
- (b) Place of incorporation;
- (c) Authorised and paid-up capital;
- (d) Shareholder information (name and shareholdings);
- (e) Names, NRIC or passport numbers and profiles of directors; and
- (f) A letter of undertaking pursuant to the requirement under the *Guidelines on UCMP under the LOLA framework*, from the qualified bank or qualified dealer or Cagamas.

1.03 Details of a foreign parent company or foreign-related corporation or an SPV:

- (a) Names of foreign parent company or foreign-related corporation;
- (b) Names of SPV sponsored by foreign parent company or foreign-related corporation, if applicable;

- (c) Home jurisdictions of foreign parent company or foreign-related corporation and information on major shareholders of foreign parent company or foreign-related corporation; and
 - (d) Home jurisdictions and shareholders information of the SPVs, if applicable.
- 1.04 Details of the principal adviser, if applicable:
- (a) Principal adviser's name;
 - (b) Principal adviser's business address; and
 - (c) Names, telephone and fax numbers of officers-in-charge.
- 1.05 Details of the structured product programme:
- (a) Name of structured product programme;
 - (b) Classes of underlying references;
 - (c) Size of structured product programme;
 - (d) Principle (Conventional or Islamic);
 - (e) Name of Shariah adviser (for Islamic structured products); and
 - (f) Date of the SC's letter in relation to the endorsement by the Shariah Advisory Council (for Islamic structured products).
- 1.06 To provide declaration/undertaking in relation to compliance with the securities laws and guidelines by eligible issuer and/or principal adviser.
- 1.07 Brief information on waivers from compliance with the *Guidelines on UCMP under the LOLA framework* and specific approval sought and obtained from the SC prior to any lodgement, if applicable.

SECTION 2: PRE-ISSUANCE NOTIFICATION – STRUCTURED PRODUCT SERIES UNDER A STRUCTURED PRODUCT PROGRAMME

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC FOR EACH STRUCTURED PRODUCT SERIES UNDER A STRUCTURED PRODUCT PROGRAMME

2.01 The documents to be submitted under the *Guidelines on UCMP under the LOLA Framework* include:

- (1) The completed pre-issuance notification form;
- (2) The risk disclosure statement;
- (3) The principal terms and conditions i.e. term sheet;
- (4) The advertising and promotional material, if applicable;
- (5) The product highlights sheet, if applicable;
- (6) The Shariah pronouncement by the Shariah adviser where the signing procedures must comply with the requirements as specified by the Shariah Advisory Council (for Islamic structured products);
- (7) A copy of the letter issued by the SC in relation to the endorsement by the Shariah Advisory Council (for Islamic structured products); and
- (8) Such other documents or information as may be required by the SC.

Pre-Issuance Notification Form

2.02 Details of the structured products under the structured product programme:

- (1) Structured product name;
- (2) Classes of underlying references for the structured products;
- (3) Date of the SC's letter in relation to the endorsement by the Shariah Advisory Council (for Islamic structured products);

- (4) The Shariah rulings, principles and/or concepts adopted (for Islamic structured products);
- (5) The structure of the structured products i.e. the key components and any embedded derivatives (to support with diagrams where possible);
- (6) Rating of the structured product and the definition of such rating, if applicable;
- (7) The key product features:
 - (a) Date of first issuance of the structured product;
 - (b) Minimum principal amount;
 - (c) Investment tenure;
 - (d) Principal protected/Not principal protected;
 - (e) Interest/profit rate;
 - (f) Interest/profit pay out frequency;
 - (g) Settlement method;
 - (h) Fees and charges; and
 - (i) Frequency of payment for fees and charges;
- (8) The material risk factors of investing in the structured product;
- (9) The parties to whom investors have recourse in respect of the structured product and any risks or limitations affecting investors' recourse;
- (10) The relevant category of investors that the structured product will be offered to—
 - (a) high net worth individual; and/or
 - (b) high net worth entity; and/or
 - (c) accredited investor;

(11) If there is a revision to any information in the product highlights sheet or the disclosure documents, to provide the reason for the revision and lodge a copy of the related documents.

2.03 To provide declaration/undertaking in relation to compliance with the securities laws and guidelines by eligible issuer and/or principal adviser.

Other additional information and documents

2.04 For structured products of foreign-related corporations, the qualified bank or qualified dealer must submit the following information and documents:

- (1) Evidence acceptable to the SC that the foreign parent company or foreign-related corporation is duly licensed by the relevant authority in its home jurisdiction as the equivalent to that of a qualified bank or qualified dealer; and
- (2) Relevant information on compliance with any approval, filing or registration requirements, where applicable, set out by the relevant authority of its home or other jurisdictions for such structured products.

SECTION 3: MONTHLY POST-ISSUANCE REPORT

The monthly post-issuance report must be submitted no later than seven business days after the end of every month.

Structured products issued during the month

3.01 Information to be submitted for the monthly post-issuance report includes the following:

- (1) Eligible Issuer's name;
- (2) Programme name;
- (3) Product name;
- (4) Date of submission of pre-issuance notification;
- (5) Issue date;
- (6) Tenure;
- (7) Issue amount (RM'000)

For transactions that are denominated in other currencies, please specify the amount equivalent in Ringgit Malaysia (RM)

- (8) Category of underlying reference:
 - (a) Equity;
 - (b) Currency;
 - (c) Index;
 - (d) Interest rate;
 - (e) Commodity;
 - (f) Credit-linked; and
 - (g) Others (including combinations of assets/underlying reference)

- (9) Type of investor:
- (a) HNWI – High Net Worth Individual
 - (b) HNWE – High Net Worth Entity¹
 - (c) AI – Accredited Investor

- (10) Principal protected (Yes/No)

A structured product is principal protected if the principal amount will be repaid in full, in cash, when held to maturity

- (11) Principle:

- (a) Conventional; or
- (b) Islamic.

Structured products of foreign parent company/foreign-related corporations/SPVs issued during the month

3.02 Information to be submitted in relation to structured products of foreign parent company/foreign-related corporations/SPVs includes the following:

- (1) Foreign related corporation name;
- (2) Programme name;
- (3) Product name;
- (4) Date of submission of pre-issuance notification;
- (5) Issue date;
- (6) Tenure;

¹ Include asset management companies, universal, consolidated or special scheme brokers, corporations, financial institutions, insurance companies, unit trust funds and those investors prescribed as HNWE in Schedule 1 of the *Guidelines on Sales Practices of Unlisted Capital Market Products*.

(7) Issue amount RM ('000)

For transactions that are denominated in other currencies, please specify the amount equivalent in RM

(8) Category of underlying reference:

(a) Equity;

(b) Currency;

(c) Index;

(d) Interest rate;

(e) Commodity;

(f) Credit-linked;

(g) Others (including combinations of assets/underlying reference)

(9) Type of investors:

(a) HNWI – High Net Worth Individual

(b) HNWE – High Net Worth Entity¹

(c) AI – Accredited Investor

(10) Principal protected (Yes/No)

A structured product is principal protected if the principal amount will be repaid in full, in cash, when held to maturity.

(11) Principle:

(a) Conventional; or

¹ Include asset management companies, universal, consolidated or special scheme brokers, corporations, financial institutions, insurance companies, unit trust funds and those investors prescribed as HNWE in Schedule 1 of the *Guidelines on Sales Practices of Unlisted Capital Market Products*.

(b) Islamic.

Cumulative outstanding structured products as at the end of the month¹

3.03 Information to be submitted in relation to cumulative outstanding structured products includes the following:

- (1) Programme name;
- (2) Programme size;
- (3) Date of programme lodgement;
- (4) Outstanding cumulative amount last period (A);
- (5) Amount Issued this Period (B);
- (6) Amount Redeemed this Period (C);
- (7) Outstanding Amount this Period (A+B-C);and
- (8) Total Amount Unutilised.

¹ All amounts to be in RM'000.

PART 3
CORPORATE BONDS AND SUKUK

SECTION 1: LODGEMENT FORM FOR CORPORATE BONDS OR SUKUK

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT

Notes:

Legend for Section 1

* : *Applicable only for sukuk*

** : *Applicable only for ringgit-denominated sukuk*

1.01 Corporate Information of Issuer:

- (1) Name;
- (2) Address;
- (3) Date of incorporation;
- (4) Place of incorporation;
- (5) Whether registered with Companies Commission of Malaysia (CCM);
- (6) Business registration number;
- (7) Residence status;
- (8) Place of listing, if applicable;
- (9) Date of listing, if applicable;
- (10) State if the issuer is a Malaysian government-linked company;
- (11) Industry sector of the issuer;
- (12) Principal activities;
- (13) Principal activities of issuer's subsidiaries, where applicable;

- (14) If the issuer is a special-purpose vehicle company (SPV), state the name of the entity that established it;
- (15) Authorised, issued and paid-up capital;
- (16) Structure of shareholdings and names of shareholders or, in the case of a public company, names of all substantial shareholders;
- (17) Ultimate shareholders;
- (18) State if issuer is a related corporation of any Malaysian public-listed company (PLC);
- (19) Board of directors, including:
 - (a) National Registration Identity Card numbers for Malaysian directors; and
 - (b) Passport details for non-Malaysian directors, including passport number, date of expiry and country of issuance;
- (20) Name, designation and contact details of the contact person of the issuer;
- (21) Name, designation and contact details of the contact person of the key management personnel of the issuer;
- (22) Disclosure of the following:
 - (a) If the issuer or its board members have been convicted or charged with any offence under any securities laws, corporation laws or other laws involving fraud or dishonesty in a court of law, or if any action has been initiated against the issuer or its board members for breaches of the same, for the past 10 years prior to the lodgement/since incorporation, for issuer incorporated less than 10 years; and
 - (b) If the issuer has been subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to the lodgement;

(23) Any other material information.

Where the corporate bonds or sukuk involves originators, obligors and guarantor¹s, the information set out in subparagraph 1.01 must also be provided on the said entities.

1.02 Parties to the Transaction

Names of all parties involved in the lifecycle of the corporate bonds or sukuk (i.e. origination, at the point of distribution and after distribution), including their roles and responsibilities.

1.03 Details of Facility/Programme:

- (1) Name of facility;
- (2) One-time issue or programme;
- (3) Shariah principles (for sukuk);*
- (4) Facility description (for ringgit-denominated sukuk, to provide description as cleared by the SC);
- (5) Currency;
- (6) Expected facility/programme size (for programme, to state the option to upsize);
- (7) Tenure of facility/programme;
- (8) Availability period of debt or sukuk programme;
- (9) Clearing and settlement platform;
- (10) Mode of issue;
- (11) Selling restrictions;

¹ Excludes guarantors that are financial institutions or Danajamin

- (12) Tradability and transferability;
- (13) Details of security/collateral pledged, if applicable;
- (14) Details of guarantee, if applicable;
- (15) Convertibility of issuance and details of the convertibility;
- (16) Exchangeability of issuance and details of the exchangeability;
- (17) Call option and details, if applicable;
- (18) Put option and details, if applicable;
- (19) Details of covenants;
- (20) Details of designated accounts, if applicable, including—
 - (a) names of account;
 - (b) parties responsible for opening the account;
 - (c) parties responsible for maintaining/operating the account;
 - (d) signatories to the account;
 - (e) sources and utilisation of funds; and
 - (f) diagram illustrating the flow of monies and conditions for disbursements;
- (21) Name of credit rating agency, credit rating (state whether final or indicative) and amount rated, if applicable;
- (22) Conditions precedent;
- (23) Representations and warranties;
- (24) Events of defaults or enforcement events, where applicable, including recourse available to investors;
- (25) Governing laws;

- (26) Provisions on buy-back, if applicable;
- (27) Provisions on early redemption, if applicable;
- (28) Voting;
- (29) Permitted investments, if applicable;
- (30) *Ta'widh***;
- (31) *Ibra***;
- (32) *Kafalah***; and
- (33) Other terms and conditions.

1.04 Other information in relation to the lodgement:

- (1) Primary and secondary sources of repayment;
- (2) Detailed breakdown of all upfront and recurring fees and expenses for the facility/programme;
- (3) Waivers from complying with these Guidelines and other relevant guidelines of the SC obtained for the facility/programme, if any;
- (4) Conflict-of-interest situations and appropriate mitigating measures, if any;
- (5) Detailed information of the existing corporate bonds or sukuk issue or loans/financing to be refinanced by the facility/programme, if applicable;
- (6) Details of approval from other relevant regulatory authorities, if any; and
- (7) Any other material information.

1.05 Documents to be attached together with the lodgement, where applicable:

- (1) Trust deed;
- (2) Disclosure documents;
- (3) Shariah pronouncement**;
- (4) Latest audited financial statements¹;
- (5) Copies of approval from other relevant regulatory authorities;
- (6) Compliance checklist with guidelines;
- (7) Declaration by Issuer (as per Paragraph 1.06 of Section 1);
- (8) Declaration by Trustee (where the appointment of trustee falls under subsection 260(2) of the CMSA);
- (9) Rating Letter;
- (10) Confirmation by principal advisers;
- (11) Diagram illustrating the sukuk structure with explanatory notes (for ringgit-denominated sukuk to provide description as cleared by the SC)*;
- (12) Copy of letter issued by the SC in relation to the endorsement by the Shariah Advisory Council**; and
- (13) Any other documents.

¹ The audited financial statements must be in accordance with the approved accounting standards as defined in the *Financial Reporting Act 1997*.

1.06 Declaration by the Issuer

Notes:

Legend for declaration

^ : *To delete if not applicable*

: *Applicable only to proposals by public listed companies.*

Date

The Chairman

Securities Commission Malaysia

ISSUER ...(Name of Issuer)...

Declaration for the proposed issuance of ...(Facility/ Programme)...

We, ...(Name of Issuer).... are proposing to undertake the following proposals-

(a)

(b)

(c)

(hereinafter referred to as "the Proposal").

2. We confirm that after having made all reasonable enquiries, and to the best of our knowledge and belief, there is no false or misleading statement contained in, or material omission from, the information that is provided to the advisers/experts or to the Securities Commission Malaysia (SC) in relation to the above Proposal.

3. We declare that we are satisfied after having made all reasonable enquiries that the Proposal is/ will be[^] in full compliance with the relevant requirements of the following, where applicable:
 - (a) *Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework*;
 - (b) *Trust Deeds Guidelines*[^];
 - (c) *Equity Guidelines*^{# ^};
 - (d) The requirements of the Controller of Foreign Exchange with respect to the Proposal[^]; and
 - (e) Other requirements under the *Capital Markets and Services Act 2007*.

4. Save as otherwise disclosed in the attachment accompanying this declaration[^], we have not been—
 - (a) convicted or charged with any offence under the securities laws, corporations laws or other laws involving fraud or dishonesty in a court of law, for the past 10 years prior to lodgement/since incorporation, if less than 10 years[^]; and
 - (b) subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to lodgement[#].

5. We declare the following in accordance with the *Equity Guidelines*[#]:
 - (a) The Proposal results/does not result[^] in a significant change in the business direction or policy of the public-listed company[#]; and

(b) The Proposal is/is not ^ a related-party transaction[#].

6. We declare that we will ensure continuous compliance with the requirements and conditions imposed by the SC in relation to the above Proposal and agree that we will continuously submit annual audited financial statements if the documents are required by the SC under the *Capital Markets and Services Act 2007*.
7. We undertake to provide all such information and documents as the SC may require in relation to the Proposal.

The above Declaration has been signed by me as ...(designation of authorised signatory)... of the Issuer under the authority granted to me by a resolution of....(the Board of Directors).... on ...(date of resolution)...

Yours faithfully,

.....

Signature

Name

Name of Issuer

Date

SECTION 2: POST-ISSUANCE NOTICE FOR CORPORATE BONDS OR SUKUK

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC WITHIN SEVEN BUSINESS DAYS FROM THE DATE OF ISSUANCE

Notes:

Legend for Section 2

** : Applicable only for sukuk*

*** : Applicable only for ringgit-denominated corporate bonds/ sukuk*

**** : Applicable only for ringgit-denominated sukuk*

2.01 Details of Facility/ Programme:

- (1) Fully Automated System for Issuing/Tendering (FAST) facility code**;
- (2) Issue date;
- (3) Details of corporate bonds or sukuk issues:
 - (a) FAST primary stock code**;
 - (b) Maturity date;
 - (c) Currency;
 - (d) Shariah principles (for sukuk);*
 - (e) Identified/trust assets*;
 - (f) Issue amount (nominal value);
 - (g) Issue price (cash raised);
 - (h) Details on interest/coupon/profit/rental:
 - (i) Interest/coupon/profit/rental rate;
 - (ii) Payment frequency; and

- (iii) Basis of calculation;
 - (i) Yield-to-maturity;
 - (j) Purchase price, where applicable*;
 - (k) Selling price, where applicable*;
 - (l) Mode of issue;
 - (m) List of subscribers/tender panel members and amount subscribed;
 - (n) List of underwriters and amount underwritten;
 - (o) Utilisation of proceeds by the issuer:
 - (i) Purpose;
 - (ii) Amount utilised;
 - (iii) Details of condition imposed on the utilisation, including conditions imposed by the Shariah Advisory Council, if any; and
 - (iv) Confirmation from the Shariah adviser that the conditions imposed on the utilisation are/will be met***;
 - (p) Name of credit rating agency, credit rating (final) and amount rated, if applicable; and
 - (q) Clearing and settlement platform.

Where there are multiple corporate bonds or sukuk issued on the same day under the above FAST facility code, the information set out in subparagraph 2.01(3) must be provided on each issuance.

- (4) Designated accounts:
 - (a) Confirmation by the principal adviser that the accounts has/have been opened;

- (b) Confirmation by the principal adviser that the authorised signatories are signatories of the respective accounts; and
 - (c) Confirmation that accounts are administered according to the terms;
- (5) Confirmation from the principal adviser that –
- (a) prospective investors and relevant parties have been informed of any instance where a conflict of interest situation may arise together with the relevant mitigating measures, including the agreement from the Board of Directors of the issuer to proceed with such arrangements; and
 - (b) with respect to corporate bonds or sukuk issues/debt programmes issued by a private company, the corporate bonds or sukuk issue/debt programme shall not constitute an offer to the public within the meaning of subsection 4(6) of the *Companies Act 1965*, and are not offered/sold, directly or indirectly other than to a person falling under Schedule 6 or paragraph 229(1)(b) and Schedule 7 or paragraph 230(1)(b), read together with Schedule 9 or subsection 257(3) of the CMSA.
- (6) Confirmation from the Shariah adviser dated not later than three business days from the issue date of the sukuk that***–
- (a) all documentation for the sukuk issuance have been vetted;
 - (b) all documentation for the sukuk issuance have been executed in proper sequence; and
 - (c) all documentation comply with Shariah requirements.

2.02 Parties to the Transaction

Names of all parties involved in the lifecycle of the corporate bonds or sukuk and their roles and responsibilities.

2.03 Documents to be attached together with post-issuance notice, where applicable***:

- (1) Confirmation from the Shariah adviser pursuant to subparagraph 2.01(3)(o)(iv);
and
- (2) Confirmation from the Shariah adviser pursuant to subparagraph 2.01(6).

SECTION 3: LODGEMENT FORM FOR FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK THROUGH A ROADSHOW

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT

Notes:

Legend for Section 3

*** : Applicable only for foreign currency-denominated sukuk**

3.01 Corporate information of issuer:

- (1) Name;
- (2) Address;
- (3) Date of incorporation;
- (4) Place of incorporation;
- (5) Business registration number;
- (6) Principal activities of the issuer;
- (7) Board of directors of the issuer, including:
 - (a) National Registration Identity Card (NRIC) numbers for Malaysian directors;
or
 - (b) Passport details for non-Malaysian directors, including passport number, date of expiry and place of issuance;
- (8) Structure of shareholdings and names of shareholders of issuer;
- (9) If the issuer is a special-purpose vehicle company (SPV), state the name of the entity that established it;
- (10) Authorised, issued and paid-up share capital;

(11) Rating of the issuer, if any; and

(12) Name, designation and contact details of the contact person of the issuer.

Where the issuer is an SPV, the information set out in subparagraph 1.01 must also be provided on the ultimate entity who receives the proceeds from the issue.

3.02 Parties involved in the roadshow:

Names of all Responsible Party and their respective roles

3.03 Details of Facility/Programme

Name of facility;

(1) Facility description;

(2) One-time issue or programme;

(3) Shariah principles*;

(4) Currency;

(5) Selling restrictions to persons in Malaysia;

(6) Governing laws;

(7) Name, designation and contact details of the contact person of the Malaysian adviser; and

(8) Other terms and conditions.

3.04 Please attach the disclosure documents, if any.

3.05 Confirmation from the principal adviser on the following:

(1) The issuance satisfies the roadshow requirements as follows:

(a) Issued by a foreign issuer and issuer is either a corporation within the meaning of subsection 2(1) of the CMSA or a foreign government who is

eligible to issue, offer or make an invitation to subscribe or purchase sukuk;

- (b) Not originated in Malaysia; and
 - (c) Issued or offered to investors in Malaysia and at least one other country;
or
 - (d) An invitation to subscribe or purchase made to investors in Malaysia and at least one other country;
- (2) After having made all reasonable enquiries and to the best of their knowledge and belief, there is no false or misleading statement contained in, or material omission from the information that is lodged with the SC;
 - (3) The proposal does not fall under Part 2 of Schedule 5 of the CMSA;
 - (4) The proposal is in full compliance with the requirements for issuance of corporate bonds or sukuk under these Guidelines;
 - (5) The issuance is in full compliance with the relevant requirements under the CMSA;
 - (6) The issue is in full compliance with the requirements of Bank Negara Malaysia, including the Controller of Foreign Exchange, where applicable;
 - (7) The principal adviser to undertake to disclose to the SC all such information and documents as the SC may require in relation to the proposal;
 - (8) The disclosure document that is lodged with the SC is similar to the one given to investors; and
 - (9) The documents and information that have been submitted for purposes of lodgement are true, accurate and complete.

SECTION 4: POST-ISSUANCE NOTICE FOR FOREIGN CURRENCY-DENOMINATED CORPORATE BONDS OR SUKUK THROUGH A ROADSHOW

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC WITHIN SEVEN BUSINESS DAYS FROM THE ISSUANCE

Notes:

Legend for Section 4

** : Applicable only for sukuk*

4.01 Details of Facility/Programme

- (1) Issue Date;
- (2) Details of corporate bonds or sukuk issues:
 - (a) Maturity date;
 - (b) Currency;
 - (c) Shariah principles*;
 - (d) Amount issued (nominal value) to investors in Malaysia;
 - (e) Issue price (cash raised);
 - (f) Mode of issue;
 - (g) List of subscribers and amount subscribed;
 - (h) Utilisation of proceeds:
 - (i) Purpose; and
 - (ii) Amount utilised;

- (i) Name of credit rating agency, credit rating (final) and amount rated, if applicable;
- (j) Date announced on FAST;
- (k) Clearing and settlement platform;
- (l) Listing status; and
- (m) Place of listing, if applicable.

4.02 Parties to the Transaction

Names of all parties involved in the lifecycle of the corporate bonds or sukuk and their roles and responsibilities.

4.03 Documents to be attached together with post-issuance notice:

- (1) A copy of the rating letter, if applicable; and
- (2) Any other documents.

SECTION 5: LODGEMENT FORM FOR NEGOTIABLE INSTRUMENTS OF DEPOSIT (NIDs) OR ISLAMIC NEGOTIABLE INSTRUMENTS OF DEPOSIT (INIDs) PROGRAMME

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC AT THE POINT OF LODGEMENT

5.01 Corporate information of issuer:

- (1) Name;
- (2) Address;
- (3) Business registration number;
- (4) Prevailing credit rating of the issuer;
- (5) Rating agency;
- (6) Any other material information; and
- (7) Name, designation and contact details of the contact person of the issuer.

5.02 Details of the programme:

- (1) Currency;
- (2) Issue size;
- (3) Tenure; and
- (4) Other terms and conditions.

5.03 The following documents, where applicable:

- (1) Declaration by Issuer; and
- (2) Other relevant documents, where applicable.

SECTION 6: POST-ISSUANCE NOTICE FOR NID_s OR INID_s PROGRAMME

INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC WITHIN SEVEN BUSINESS DAYS FROM THE DATE OF ISSUANCE FOR NEGOTIABLE INSTRUMENTS OF DEPOSIT OR ISLAMIC NEGOTIABLE INSTRUMENTS OF DEPOSIT:

6.01 Description of NID/INID_s Issues:

- (1) Issue date;
- (2) Issued amount (nominal value);
- (3) Maturity date;
- (4) Currency;
- (5) Name of investors and amount subscribed;
- (6) Coupon/profit rate;
- (7) Prevailing credit rating of Issuer;
- (8) Rating agency;
- (9) Details of utilisation of proceeds by issuer; and
- (10) Outstanding amount of the programme as at issue date.

**SECTION 7: INFORMATION AND DOCUMENTS TO BE SUBMITTED TO THE SC
FOR POST-ISSUANCE REVISION**

Notes:

Legend for Section 6

*** : *Applicable only for ringgit-denominated sukuk***

7.01 An update to the SC on the revision which includes the following:

- (1) Name of issuer;
- (2) Business registration number;
- (3) Name of facility/programme;
- (4) Facility description;
- (5) Lodgement date;
- (6) Issuance dates;
- (7) Rationale for each revision;
- (8) Confirmation that the relevant requirements have been duly complied with by the issuer; and
- (9) Details of the contact person of the principal adviser including name, telephone number and e-mail address.

7.02 A marked-up version copy of the revised principal terms and conditions.

7.03 A copy of the written consent from the relevant parties in relation to the revision, if applicable.

7.04 The following documents, where applicable:

- (1) Supplementary information memorandum;
- (2) Supplementary offering circular;

- (3) Executed supplementary trust deed;
- (4) Copy of letter issued by the SC in relation to the endorsement by the Shariah Advisory Council*;
- (5) Shariah pronouncement*; and
- (6) Other disclosure documents.

7.05 Any other material information in relation to the revision.

7.06 A clean version of the following documents:

- (1) Revised principal terms and conditions; and
- (2) Where applicable, the supplementary information memorandum, supplementary offering circular, executed supplementary trust deed and other disclosure documents.

PART 4
ASSET-BACKED SECURITIES

SECTION 1: LODGEMENT FORM FOR ABS

Additional documents and information to be submitted to the SC at the point of lodgement for ABS

- 1.01 A description of the structure of the securitisation transaction;

- 1.02 Details of assets under ABS;

- 1.03 The following documents:
 - (1) A copy of the constituent document, such as the Memorandum and Articles of Association of an SPV;

 - (2) A legal opinion as to whether the true sale criteria has been met;

 - (3) A valuation report by independent, registered valuers in the event that the assets which are the subject matter of a securitisation transaction include real property;

 - (4) Compliance checklist on the requirements specified in Part 4 of the *Guidelines on UCMP under the LOLA framework*;

 - (5) Any other relevant documents under the ABS transaction; and

 - (6) Declaration by Originators.

1.04 Declaration by the Originator

Notes:

Legend for declaration

^ : To delete if not applicable

: Applicable only to listed companies

Date

The Chairman

Securities Commission Malaysia

ISSUER ...(Name of Issuer)...

Declaration under the Guidelines on Unlisted Capital Market Products under the Lodge and Launch Framework

We, ...(Name of Originator)... are the Originator seeking to transfer our assets to the special purpose vehicle (SPV), ...(Name of SPV)... who are proposing to undertake ... (hereinafter referred to as "the ABS issue").

2. We confirm that, after having made all reasonable enquiries, and to the best of our knowledge and belief, this information that is provided to the advisers/experts/ Responsible Persons or to the Securities Commission Malaysia (SC) in relation to the above ABS issue is true, accurate and complete.
3. We undertake that–
 - (a) to the extent that such requirements are imposed on us, we shall continue to comply therewith during the tenure of the ABS; and
 - (b) to the extent that such requirements are imposed on the Issuer, we shall ensure continuous compliance therewith up to the date on the ABS shall be issued;

4. We confirm that the ABS issue is in full compliance with requirements of Bank Negara Malaysia, including the Controller of Foreign Exchange[^].
5. Save as otherwise disclosed in the attachment accompanying this declaration[^], we have–
 - (a) neither been convicted or charged with any offence under the securities laws, corporation laws or other laws involving fraud or dishonesty in a court of law, nor has any action been initiated against us for the last 10 years/since incorporation, if less than 10 years prior to lodgement; and
 - (b) not been subjected to any action by the stock exchange for any breach of the listing requirements or rules issued by the stock exchange, for the past five years prior to the lodgement[#].
6. We undertake to provide all such information and documents as the SC may require in relation to this ABS issue.

The above Declaration has been signed by me as ...(designation of authorised signatory)... of the Originator under the authority granted to me by a resolution of....(the Board of Directors).... on ...(date of resolution)...

Yours faithfully,

.....

Signature

Name

Name of Originator

Date